

Please date stamp and return to
HOLLAND & KNIGHT LLP

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

WC 04-417

Approved by OMB
3060-0589
Page: 1 of 1

(1) LOCK BOX # 358145		FCC/MELLON		NOV 10 200	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) HOLLAND & KNIGHT LLP			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00		
(4) STREET ADDRESS LINE NO. 1 2099 PENNSYLVANIA AVE.. NW					
(5) STREET ADDRESS LINE NO. 2 SUITE 100					
(6) CITY WASHINGTON			(7) STATE DC	(8) ZIP CODE 20006	
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 955-3000			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0004148995					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME SWITCH & DATA FACILITIES COMPANY, INC.					
(14) STREET ADDRESS LINE NO. 1 1715 N. WESTSHORE BLVD.					
(15) STREET ADDRESS LINE NO. 2 SUITE 650					
(16) CITY TAMPA			(17) STATE FL	(18) ZIP CODE 33607	
(19) DAYTIME TELEPHONE NUMBER (include area code) (813) 207-7700			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0011523891					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1		
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00				
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE		(25B) QUANTITY		
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE				
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>GLENN G. WERNER</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Glenn G. Werner</u> DATE <u>6/10/04</u>					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE _____			DATE _____		

Holland+Knight

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Holland & Knight LLP
100 North Tampa Street, Suite
4100
P.O. Box 1288 (ZIP 33601-1288)
Tampa, FL 33602-3644
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K. Patrick Meehan
813 227 6482
patrick.meehan@hklaw.com

November 10, 2004

Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application to Transfer Domestic Blanket
Section 214 Authority

VIA CAPITAL FILING SPECIALISTS

Dear Sir or Madam:

Transmitted herewith on behalf of LayerOne Holdings, Inc., ("LayerOne"), the transferor, and Switch & Data Facilities Company, Inc., ("Switch & Data"), the transferee, is an original and five copies of its application, filed pursuant to Section 63.01 of the FCC's Rules, to transfer control of the blanket Section 214 authority held by LayerOne. Pursuant to Section 63.03 of the Commission's Rules, Switch & Data requests streamlined processing of the enclosed application.

This application is accompanied by the required FCC Form 159 and filing fee of \$895.00 made payable to the Federal Communications Commission.

In the event there are any questions pertaining to this application, please contact the undersigned at (813)227-6482.

Very truly yours,

K. Patrick Meehan (by S.D.W.)

K. Patrick Meehan

Enclosure

2387777_v1

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
LayerOne Holdings, Inc.)
)
)
For Transfer of Control of LayerOne Holdings, Inc.)
As the holder of Blanket Authorization)
Under Section 214 of the Communications)
Act of 1934, as Amended, to Resell the)
Provision of Private Line Services)
To Domestic, Interstate Points)

APPLICATION FOR TRANSFER OF CONTROL OF
DOMESTIC BLANKET SECTION 214 AUTHORITY

LayerOne Holdings, Inc. ("LayerOne" or "Transferor") and Switch & Data Facilities Company, Inc. ("Switch & Data" or "Transferee") (Transferor and Transferee collectively referred to as "Applicants") hereby seek authorization to transfer control of the blanket Section 214 authorizations held by LayerOne and its subsidiary, LayerOne Communications, LLC, pursuant to Section 63.01 of the Commission's Rules, to provide domestic private line services to all interstate points through the resale of existing facilities of authorized U.S. common carriers.

The parties to this Application respectfully request streamlined processing for the instant Application pursuant to Section 63.03(b)(1)(i) of the Commission's Rules. In support of this request, the parties state that neither the Applicants, nor any affiliate of the Applicants is a facilities-based carrier. Accordingly, pursuant to Section 63.03(b)(1)(i) of the Commission's Rules, the streamlined procedures are

presumed to apply to the instant application. Presumptive streamlined treatment also is consistent with Section 63.03(b)(2)(i) of the Commission's rules because the transaction will result in the Transferee having a market share in the interstate, interexchange market of less than 10 percent, the Transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and neither the Applicants, nor their affiliates is dominant with respect to any service.

The subject transfer of control is part of a transaction by which LayerOne Acquisition, Inc. ("MergerSub"), a wholly owned subsidiary of Switch & Data, will merge with and into LayerOne, leaving LayerOne a wholly owned subsidiary of Switch & Data ("Merger"). The consideration for the Merger will be the payment of cash by Switch & Data to LayerOne shareholders in exchange for their shares in LayerOne. Upon consummation of the Merger, LayerOne's subsidiary, LayerOne Communications, LLC, will also become a wholly owned indirect subsidiary of Switch & Data. In support of this request, the applicants submit the following information:

(a) Name and Address of Transferor

LayerOne Holdings, Inc.
2626 Cole Avenue, Suite 950
Dallas, Texas 75204
Telephone: (214) 752-6204

Name and Address of Transferee:

Switch & Data Facilities Company, Inc.
1715 N. Westshore Blvd., Suite 650
Tampa, FL 33607
Telephone: (813) 207-7700

(b) Transferor is a corporation organized under the laws of the State of Texas.

(c) All correspondence on behalf of the Transferor should be sent to:

Mr. Brandon W. Freeman
President & CEO
LayerOne Holdings, Inc.
2626 Cole Avenue, Suite 950
Dallas, Texas 75204
Telephone: (214) 752-6204

with a copy to:

Ms. Kathleen LaValle
Jackson Walker LLP
Bank of America Plaza
901 Main Street, Suite 6000
Dallas, Texas 75202
Telephone: (214) 953-6000

(d) Transferee is a corporation organized under the laws of the State of Delaware.

(e) All correspondence on behalf of the Transferee should be sent to:

Clay Mynard
Vice President/General Counsel
Switch & Data Facilities Company, Inc.
1715 N. Westshore Blvd., Suite 650
Tampa, FL 33607
Telephone: 813-287-7700 ext. 1065

with a copy to:

K. Patrick Meehan
Holland & Knight LLP
100 North Tampa Street, Suite 4100
Tampa, FL 33602
(813) 227-6482

(f) Transferor ownership:

David A. Belford 54.96%
2950 E. Broad St.
Columbus, OH 43209
U.S. Citizen

Jeffrey L. Olyan 14.23%
18110 Midway Rd., Ste. 130
Dallas, TX 75287
Canadian Citizen
U.S. Resident

Freeman Capital Ltd.¹ 13.25%
2626 Cole Ave., Ste. 950
Dallas TX 75204
Texas limited partnership
Brandon W. Freeman sole limited partner
U.S. Citizen

(g) Transferor certifies that, to the best of its Knowledge, information and belief, neither Transferor nor any party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(h) Transferee ownership:

The entities owning more than 10% of the equity of Transferee:

Capstreet II, LP² 24.09%
c/o The Capstreet Group
600 Travis, Suite 6110
Houston, TX 77002

¹ General Partner of Freeman Capital Ltd. is Freeman GP Inc., which is owned 100% by Brandon W. Freeman. Brandon W. Freeman is a US citizen.

² The general partner of Capstreet II, LP is Capstreet GP II, L.P., a Delaware limited partnership. The general partner of Capstreet GP II, L.P., is CapStreet Group, LLC, a Delaware limited liability company. The controlling member of CapStreet Group, LLC is George Kelly with a 75% ownership interest, who is also the sole managing member. George Kelly is a US citizen. No limited partner of Capstreet II, LP owns an equity interest large enough to require disclosure in this Application

CEA Capital Partners USA, LP³ 10.65%
c/o Seaport Capital
One Seaport Plaza
199 Water Street, 20th floor
New York, NY 10038

Seaport Capital Partners II, LP⁴ 15.58%
c/o Seaport Capital
One Seaport Plaza
199 Water Street, 20th floor
New York, NY 10038

- (i) Transferee certifies that, to the best of its knowledge, information and belief, neither Transferee nor any party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

LayerOne provides network neutral interconnection and colocation services in key U.S. markets. Switch & Data is also a provider of interconnection and carrier neutral colocation services throughout the United States and in one market in Canada. These network neutral interconnection points allow internet service providers, content providers and telecommunications carriers to interconnect with one another in a single location. The colocation facility services include providing space for customer equipment, power and cooling for such equipment and a

³ The general partner of CEA Capital Partners USA, L.P. is CEA Investment Partners, L.P., a Delaware limited partnership. The general partner of CEA Investment Partners, L.P. is CEA Capital Corp., which owns 49.5% of the equity of CEA Investment Partners, L.P. The 100% stock owner of CEA Capital Corp. is J. Patrick Michaels, Jr. Family Trust, J. Patrick Michaels, Jr., Sole Trustee. J. Patrick Michaels is a US citizen. No limited partner of CEA Capital Partners USA, L.P. owns an equity interest large enough to require disclosure in this Application.

⁴ The General Partner of Seaport Capital Partners II, L.P. is CEA Investment Partners II, LLC. CEA Investment Partners II, LLC is owned by Seaport Associates, LLC, (75% member). Bill Luby and Jim Collis are the managing members of Seaport Associates, LLC and together own approximately 64% of Seaport Associates, LLC, but neither owns more than 50% individually, nor does any else. Bill Luby and Jim Collis are US citizens. No limited partner of Seaport Capital Partners II, L.P. owns an equity interest large enough to require disclosure in this Application.

physically secure colocation environment. As a result of its acquisition of the RACO Companies on March 11, 2004, Switch & Data now controls subsidiaries that provide international private line service on a resale basis between Canada and the U.S. and provides interlata intrastate private line service within the State of New York.

Switch & Data and LayerOne provide both established and emerging communications service providers with fast and cost-effective solutions for establishing a point-of-presence and interconnecting with their vendors and customers, typically other communications services providers, in their respective markets. These solutions lower the barriers to entry for start-up and emerging services providers, such as VoIP providers and application service providers (ASPs), as well as international carriers seeking to improve domestic connectivity. In addition, by lowering infrastructure costs, expanding connectivity options, and accelerating provisioning cycles, the services offered by Switch & Data and LayerOne create efficiencies that ultimately benefit end-user businesses and consumers. The Merger will achieve economies of scale and scope that would not otherwise have been available to Switch and Data and LayerOne operating individually, and will improve competition. Accordingly, the transaction is in the public interest. For the foregoing reasons, the applicants respectfully request that the Commission grant the authority requested in this application as soon as possible as time is of the essence. The undersigned respectfully certify under penalty of perjury that they have read the foregoing application and that the statements contained therein are true and correct.

Respectfully submitted,

LayerOne Holdings, Inc.

By: Frederick W. Freeman

Name: Frederick W. Freeman

Title: CEO

Date: 11/10/04

Switch & Data Facilities Company, Inc.

By: _____

Name: _____

Title: _____

Date: _____

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